FORM D

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

75609 OMB APPROVAL

3235-0076 OMB Number: April 30, 2008 Expires:

Estimated average burden Hours per response: 16.00



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

SEC U	SE ONLY
Prefix	Serial
1	
DATE I	RECEIVED
	l

UNIFORM LIMITED OFFERING EXEMPTION	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.  Atticus European, Ltd.	)
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section	4(6) ULOE
Type of Filing: New Filing 🛛 Amendment	RECEIVED
A. BASIC IDENTIFICATION DATA	// 12
1. Enter the information requested about the issuer  Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	APR (0 ) 2007
Atticus European, Ltd.	199 🔊
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o International Fund Services (Ireland) Limited, 3rd Floor, Bishop's Square, Redmond's Hill, Dublin 2, Ireland Attn.: Willie Graham	Telephone Number (Including Area Code) +3531-707-5070
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	PROCESSED
Brief Description of Business To operate as a private investment fund.	APR 1 1 2007
Type of Business Organization	THOMOON
☐ corporation ☐ limited partnership, already formed ☐ other	r (please specify): a Caynam Islando exempted company
business trust limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization:  Month Year  11 01	
Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction)	State: FN
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Re 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
CN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Re	FN gulation D or Section 4(6), 17 CFR 230.501 et seq. or

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. Ba	ASIC IDENTIFICA	ATION DATA		
2. Enter the information requested for the following:		•		
o Each promoter of the issuer, if the issuer has bee	 n organized within	the past five years;		
o Each beneficial owner having the power to vote of the issuer;	or dispose, or direc	ct the vote or disposition	on of, 10% or more of	a class of equity securities
o Each executive officer and director of corporate	<ul><li>issuers and of corp</li></ul>	orate general and man	aging partners of parti	nership issuers; and
o Each general and managing partner of partnershi	p issuers.			
Check Box(es) that Apply:  Promoter Beneficia	l Owner	Executive Officer	□ Director     □	General and/or Managing Partner
Full Name (Last name first, if individual)  Barakett, Peter				
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo			,	·
Check Box(es) that Apply:  Promoter Beneficia	l Owner 🗀	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Domaille, Ian	]. 			
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo				
Check Box(es) that Apply:  Promoter Beneficia		Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Edmonds, Matthew J.		. *		
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo				
Check Box(es) that Apply: Promoter Beneficia	Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  La Vigne, Donald	1			
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo				
Check Box(es) that Apply:	l Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Miller, Peter K.				
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo				
Check Box(es) that Apply: Promoter Beneficial		Executive Officer	⊠ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Rothschild, Nathaniel				<del></del>
Business or Residence Address (Number and Street, Cit c/o Atticus Capital LP, 152 West 57th Street, 45th Flo				
Check Box(es) that Apply:	Owner	Executive Officer	Director.	General and/or Managing Partner
Full Name (Last name first, if individual)	-			1. 1
Business or Residence Address (Number and Street, City	y, State, Zip Code	)		
(Use blank sheet, or copy a	and use additional	copies of this sheet, as	necessary.)	

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	B. 11	NFORMATION A	OUT OFFERING		· · · · · · · · · · · · · · · · · · ·
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual		1		·	
2. What is the minimum investment that will be accepted from any individual					<b>-</b>
*Subject to the discretion of the Board of Directors to accept lesser amounts.    Yes   No		Answer also in Appendix, Column 2, if filing under ULOE.  Answer also in Appendix, Column 2, if filing under ULOE.  Answer also in Appendix, Column 2, if filing under ULOE.  *Subject to the discretion of the Board of Directors to accept lesser amounts.  Yes No Does the offering permit joint ownership of a single unit  inter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar emuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or gent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) erestons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not applicable  (Last name first, if individual)  or Residence Address (Number and Street, City, State, Zip Code)  Associated Broker, or Dealer  which Person Listed Has Solicited or Intends to Solicit Purchasers  ecck "All States" or check individual States)  L1 [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  L2 [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  ATT [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  L3 [IN] [IN] [IN] [IN] [IN] [IV] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  et (Last name first, if individual)  or Residence Address (Number and Street, City, State, Zip Code)			
3. Does the offering permit joint ownership of a single unit  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed are associated persons or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not Applicable  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [II] [IN] [IN] [IN] [IN] [IN] [IN] [IN					
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not Applicable  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [N] [NN] [NN] [NV] [NO] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WV] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [MT] [NF] [NV] [NH] [NI] [NM] [NV] [NC] [ND] [OH] [OK] [OR] [PA] [MT] [NF] [NV] [NH] [NI] [NM] [NV] [NC] [ND] [OH] [OK] [OR] [PA] [MT] [NF] [NV] [NH] [NT] [NM] [NV] [NC] [ND] [OH] [OK] [OR] [PA] [MT] [NF] [NV] [NH] [NT] [NF] [NV] [NF] [NF] [NF] [NF] [NF] [NF] [NF] [NF	3. Does the offering permit joint ownership of a single	unit		🛛	
agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not Applicable  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [HI] [NI] [NI] [NI] [NI] [NI] [NI] [NI] [N	4. Enter the information requested for each person who	nas been of Will be	e paid or given, directly	or indirectly, any cor	illilliasiuli oi sillilliar ted is an associated nerson or
Persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not Applicable	agent of a broker or dealer registered with the SEC	nd/or with a state of	or states list the name of	f the broker or dealer.	If more than five (5)
Applicable	persons to be listed are associated persons of such a	broker or dealer, vo	ou may set forth the info	ormation for that brok	er or dealer only. Not
Business or Residence Address (Number and Street, City, State, Zip Code)   Name of Associated Broker or Dealer		,,,			
Name of Associated Broker or Dealer		1	**		
All States   States	Business or Residence Address (Number and Street, City, Str	ite, Zip Code)			
All States   All	Name of Associated Broker or Dealer	1			
IIL   IN   IN   IN   IN   IN   IN   IN		cit Purchasers			All States
IIL   IN   IN   IN   IN   IN   IN   IN	[AL] [AK] [AZ] [AR] [CA]	[CO] [CT]	[DE] [DC]	[FL] [GA]	[HI] [ID]
MT			,		[MS] [MO]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	[MT] [NE] [NV] [NH] [NJ]	[NM] [NY]	[NC] (ND]	[OH] [OK]	
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]		[עד] [עד]	[VA] [WA]	[MV] $[MI]$	[WY] [PR]
Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IIL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Full Name (Last name first, if individual)				
States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H1] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Business or Residence Address (Number and Street, City, Sta	ite, Zip Code)			
All States   Al	Name of Associated Broker or Dealer				
[IL]		cit Purchasers			☐ All States
[IL]	(ALI TAKI TAZI TARI TCAI	ICOI ICTI	(DE) (DC)	[FL] [GA]	[HI] [ID]
MT					
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]			[NC] [ND]	[OH] [OK]	
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]				[WV] [WI]	[WY] [PR]
Name of Associated Broker or Dealer  States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Full Name (Last name first, if individual)	1.			
States in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Business or Residence Address (Number and Street, City, Sta	te, Zip Code)			
(Check "All States" or check individual States)       All States         [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Name of Associated Broker or Dealer				
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]		cit Purchasers			☐ All States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]		ICO1 ICOTI	iner : incr	IDI 1 COAT	and the .
[MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Total		······································			· · · · · · · · · · · · · · · · · · ·	SE OF PROCEEDS	
Type of Security  Debt.  So  So  So  Equity  [ x ] Common [ ] Preferred  Convertible, Securities (including warrants)  [ x ] Common [ ] Preferred  Convertible, Securities (including warrants)  So  So  So  Other (Specify  Total  Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Aggregate Do  Amount of Investors  Accredited Investors  18 \$165,375,206.3  Non-accredited Investors  18 \$165,375,206.3  Non-accredited Investors  18 \$165,375,206.3  Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 only)  Answer also for an offering under Rule 504 only)  Answer also for an offering under Rule 504 only)  Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering and Rule Rule Sule Sule Rule Sule Sule Rule Sule Sule Rule Sule Sule Sule Sule Sule Sule Sule S	"none" or "zero". If the tran	nsaction is an exchan	ge offering, check t				
Equity Signatures Signature (Including warrants) Signatures (I	Type of Security	• • • • • • • • • • • • • • • • • • • •			•	Offering	Already
Convertible Securities (including warrants) 50 \$0  Partnership Interests 50 \$0  Other (Specify 50 \$0  Total 510,000,000,000 \$165,375,206.3  Answer also in Appendix, Column 3, if filling under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Aggregate Do Amount of Investors 18 \$165,375,206.3  Non-accredited Investors 0 \$0  Total (for filing under Rule 504 only) \$  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering 50  Regulation A \$  Security Amount So  Regulation A \$  Security Securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	Debt					\$0	<b>\$0</b>
Convertible Securities (including warrants) 50 \$0  Partnership Interests 50 \$0  Other (Specify 50 \$0  Total 510,000,000,000 \$165,375,206.3  Answer also in Appendix, Column 3, if filling under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Aggregate Do Amount of Investors 18 \$165,375,206.3  Non-accredited Investors 0 \$0  Total (for filing under Rule 504 only) \$  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering 50  Regulation A \$  Security Amount So  Regulation A \$  Security Securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	Equity		<u> </u>			\$10,000,000,000	\$165,375,206.3
Partnership Interests		•	. ∫ .			*	1.
Other (Specify ) \$0 \$0  Total \$10,000,000,000 \$165,375,206.3 Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number	Convertible Securities (incl	uding warrants)			•	., \$0	\$0
Total	Partnership Interests	***************************************		· .	••••••	\$0	\$0
Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Aggregate Do Number   Investors   18   \$165,375,206.3	Other (Specify	)		*********************	•••••	\$0	. \$0
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Aggregate Do Amount of Investors   18   \$165,375,206.3	4 4		1 .	and the second s		\$10,000,000,000	\$165,375,206.3
Non-accredited Investors	amounts of their purchases.	For offerings under	Rule 504, indicate	he number of per '0" if answer is "i	rsons who have	purchased securities a	ind the
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering  Rule 505  Rule 505  S  Rule 504  S  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	amounts of their purchases. aggregate dollar amount of	For offerings under their purchases on the	Rule 504, indicate e total lines. Enter	he number of per "0" if answer is "	rsons who have none" or "zero.'	Number	Aggregate Do
Total (for filing under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering  Regulation A  Rule 505  S  Rule 504  S  Total  Anount So  S  Total  S  Total  Anount So  S  Anount So  S  S  S  S  S  S  S  S  S  S  S  S	aggregate dollar amount of the state of the	their purchases on the	e total lines. Enter	"0" if answer is "	none" or "zero.'	Number Investors	Aggregate Do Amount of Purchases
Type of Offering  Rule 505  Regulation A.  S  Regulation A.  S  Total  a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	aggregate dollar amount of delay aggregate dollar aggrega	their purchases on the	e total lines. Enter	"0" if answer is "	none" or "zero.'	Number Investors	Aggregate Do Amount of Purchases \$165,375,206.3
Type of Offering  Rule 505  Regulation A  S  Rule 504  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	Accredited Investors  Non-accredited Investors  Total (for filing under I Answer also in Ap If this filing is for an offering of the types indica	Rule 504 only)	f filing under ULO	"0" if answer is "	none" or "zero.'	Number Investors  18  0  ssold by the issuer, to	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in
Regulation A	Accredited Investors  Non-accredited Investors  Total (for filing under language also in Ap If this filing is for an offering offerings of the types indica	Rule 504 only)	f filing under ULO	"0" if answer is "	none" or "zero.'	Number Investors  18  0  ssold by the issuer, to	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in
Rule 504	Accredited Investors  Non-accredited Investors  Total (for filing under I Answer also in Ap If this filing is for an offering of the types indica	Rule 504 only)	f filing under ULO	"0" if answer is "	none" or "zero.'	Number Investors  18  0  s sold by the issuer, to ffering. Classify security.	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in rities by Dollar
Total	Accredited Investors  Non-accredited Investors  Total (for filing under I Answer also in Ap If this filing is for an offerin offerings of the types indicatype listed in Part C - Questi	Rule 504 only)	f filing under ULOI 505, enter the infor months prior to the	"0" if answer is "	none" or "zero.'	Number Investors  18  0  s sold by the issuer, to ffering. Classify security.	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in rities by Dollar
Total	Accredited Investors  Non-accredited Investors  Total (for filing under I Answer also in Application offerings of the types indicatype listed in Part C - Question of the type of Offering Rule 505	Rule 504 only)	f filing under ULOI 505, enter the infor months prior to the	"0" if answer is "	none" or "zero.'	Number Investors  18  0  ss sold by the issuer, to ffering. Classify security  Type of Security	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in rities by Dollar
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If	Accredited Investors  Non-accredited Investors  Total (for filing under I Answer also in Application offerings of the types indicatype listed in Part C - Question of the type of Offering Rule 505	Rule 504 only)	f filing under ULOI 505, enter the infor months prior to the	"0" if answer is "	none" or "zero.'	Number Investors  18  0  ss sold by the issuer, to ffering. Classify security  Type of Security	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in rities by Dollar
	Accredited Investors Non-accredited Investors Total (for filing under I Answer also in Ap If this filing is for an offerin offerings of the types indicatype listed in Part C - Questi Type of Offering Rule 505	Rute 504 only)	f filing under ULO 505, enter the infor months prior to the	"0" if answer is "	none" or "zero.'	Number Investors  18  0  ss sold by the issuer, to ffering. Classify security  Type of Security	Aggregate Do Amount of Purchases \$165,375,206.3 \$0 \$ odate, in rities by Dollar

\*All offering and organizational expenses are estimated not to exceed \$50,000

Sales Commissions (specify finders' fees separately)......

Other Expenses (identify)

Accounting Fees

Engineering Fees .....

Printing and Engraving Costs.....

Total .....

[ X ] **\$\*** 

\$0

`\$0

\$50,000\*

[ X ]

{ X }

[ X ]

,	b. Enter the difference between the aggregate offering price expenses furnished in response to Part C - Question 4.a. This issuer."	is differenc	e is the	"adj	ustec	l gross proceeds t	o the		\$9,999,950,000
5. ·	Indicate below the amount of the adjusted gross proceeds to purposes shown. If the amount for any purpose is not known estimate. The total of the payments listed must equal the adjusted C - Question 4.b above.	n, furnish a	ın estim	ate a	ind cl	heck the box to th	e left o	of the	
i						Payments to Officers, Directors, & Affiliates			Payments to Others
	Salaries and fees			[	]	\$	[	]	<u>\$</u>
	Purchase of real estate	•••••		[	]	\$	[	]	<u>\$</u>
	Purchase, rental or leasing and installation of machinery and	l equipmen	t	[	]	\$	[	]	<u>\$</u>
	Construction or leasing of plant buildings and facilities		•••••	[	)	\$	[	}	\$
	Acquisition of other businesses (including the value of secur involved in this offering that may be used in exchange for th securities of another issuer pursuant to a merger)	e assets or		[	]	\$	[	]	<u>\$</u>
	Repayment of indebtedness	•••••	•••••	[	]	\$ .	[	]	<u>\$</u>
	Working capital			[	]	\$	[	]	<u>s</u>
	Other (specify):Investment capital investing in Atticus I Fund, Ltd	European		[	]	\$	[ x	}	\$9,999,950,000
	Column Totals			[	1	\$	[ x	1	\$9,999,950,000
	Total Payments Listed (column totals added)			•	•	[x]	_	•	
	, D.	FEDERA	L SIGN	ΑΤΙ	JRE				
sigi	issuer has duly caused this notice to be signed by the undersinature constitutes an undertaking by the issuer to furnish to the remation furnished by the issuer to any non-accredited investons.	U.S. Secu	rities a	nd E	xcha	nge Commission,	upon v		
Issu	er (Print or Type)	Signat	ture			\ o5		D	ate
Att	cus European, Ltd.			_		<u> </u>			March 29, 2007
Nar	ne of Signer (Print or Type)	Title o	of Signe	r (Pi	int o	r Type)			
Sus	an Seo	Attor	ney-in	Fac	t				
	;								
	;								
	) !								
	:								
		ATTEN'	TION						
Inte	ntional misstatements or omissions of fact constitute federal c	riminal vic	olations	. (Se	e 18	U.S.C. 10001.)			
	<del></del>				_			-	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	The Control of the Co	<u> </u>							
经数据	CHANGE TO THE TANK OF THE PARTY	E STATE SIGNATURE TO THE PARTY OF THE PARTY	<b>国区科学和语识的基础图式和基础的</b>						
1.	yes N s any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?								
	See Appendix, Column 5, for state response. Not applicable								
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. Not applicable								
3.	The undersigned issuer hereby undertakes to furnish offerees. Not applicable	to the state administrators, upon written request, inf	formation furnished by the issuer to						
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. Not applicable								
	e issuer has read this notification and knows the corersigned duly authorized person.	ntents to be true and has duly caused this notice	to be signed on its behalf by the						
Issı	uer (Print or Type)	Signature	Date						
Att	icus European, Ltd.	100	March 29, 2007						
Naı	me (Print or Type)	Title (Print or Type)							
Sus	an Seo	Attorney-in-Fact							

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

	<u> </u>			Atticus Eur	ropean, Ltd.	<u> </u>	·	<u> </u>	
1	Intend to	o sell to	Type of security		4			Disqu under S	5 pplicable alification State ULOE
	non-acc invest Sta (Part B-	ors in	and aggregate offering price offered in state (Part C-Item 1)	Type of	investor and amour (Part C-Iten	nt purchased in n 2)	State	expla waive	es, attach anation of er granted) E-Item 1)
			Participating	Number of	, "	Number of Non-			
State	Yes	No	Class Shares \$10,000,000,000	Accredited Investors	Amount	Accredited Investors	Amount	Yes	No
AK				1.					
AL									
AR	, , , ,	5 -							
AZ	,								
CA		Х	х	1	\$11,280,754.67	0	0	<u> </u>	
СО	,								
CT		X	X	3	\$35,449,148.28	. 0	0 .		
DÇ	. 1	X	х	2	\$7,606,049.81	0	0	٠.	
DE		Х	. x	2	\$8,022,521.15	0	0		
FL							. ,		
GA				· ·					
НІ				· i					
IA							• ,		
ID	· ·								.*
IL					·				
IN									
KS		-							
KY				÷					
LA									
MA		. <b>X</b>	X	į	\$24,817,903.70	0	0		
MD		X	X	Ó	\$0	0	0		
ME				,					
MI									
MN	· · · · ·								
МО									
MS									
МТ		<u> </u>							
NC								,	
ND		•					• ;		

7 of 8

## **APPENDIX**

: Atticus European, Ltd. 3 Not Applicable Disqualification Intend to sell to Type of security under State ULOE and aggregate non-accredited (if yes, attach offering price investors in explanation of offered in state State Type of investor and amount purchased in State waiver granted) (Part C-Item 1) (Part B-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Participating Number of Non-Class Shares Accredited Accredited \$10,000,000,000 Investors Investors State -Yes No Amount 1 Amount Yes No NĒ NH  $\mathbf{X}^{:}$ NJ X \$1,367,956.88 0 0 NM NV 6 NY X \$25,327,800.59 0.1 ОĤ OK. OR  $\dot{\mathbf{P}}\dot{\mathbf{A}}$ PR. RI SĊ SD TN · TX X 0 Х \$50,290,396.02 0 .

UŢ VA

Vľ

WA WI WV WY Χ

..

 $\cdot$  X



\$1,212,675.21

0